

The Commonwealth of Massachusetts Executive Office of Health and Human Services Department of Public Health Bureau of Health Care Safety and Quality Medical Use of Marijuana Program 99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
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MARYLOU SUDDERS Secretary

MONICA BHAREL, MD, MPH

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MANAGEMENT AND OPERATIONS PROFILE

Request for a Certificate to Registration to Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by the Department of Public Health (the "Department") to submit a Management and Operations Profile.

Once invited by the Department to submit a Management and Operations Profile, the applicant must submit the Management and Operations Profile within 45 days from the date of the invitation letter, or the applicant must submit a new Application of Intent and fee.

If invited by the Department to submit a Management and Operations Profile for more than one proposed RMD, you must submit a separate Management and Operations Profile, attachments, and application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting a Management and Operations Profile for more than one RMD, an applicant need only submit one background check packet, including authorization forms for all required individuals, and fee associated with the background checks.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

			Healthy Pharms, Inc.	
Application 1	of <u>1</u>	Applicant Non-Profit Corporation	n	

Mail or hand-deliver the Management and Operations Profile, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

Department of Public Health Medical Use of Marijuana Program RMD Applications 99 Chauncy Street, 11th Floor Boston, MA 0211

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department, the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Siting Profile*.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional of Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as reducted pursuant to the requirements at M.G.L. c. 4, § 7(26).

QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here

	Healthy Pharms, Inc.	
Application 1 of 1	Applicant Non-Profit Corporation	

CHECKLIST

The forms and documents listed below must accompany each application, and be submitted as outlined above:

☑ A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")

A copy of the Corporation's Articles of Incorporation

A copy of the Corporation's Certificate of Good Standing from the Massachusetts Secretary of State

A copy of the Corporation's byławs

☑ An Employment and Education form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations

A bank or cashier's check made payable to the Commonwealth of Massachusetts for \$30,000

☑ A completed *Remittance Form* (use template provided)

A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:

Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible
for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security
plan and security operations; each member of the Board of Directors; each Member of the Corporation,
if any; and each person and entity known to date that is committed to contributing 5% or more of initial
capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed
RMD, authorizations forms must be completed and signed by the entity's Chief Executive
Officer/Executive Director and President/Chair of the Board of Directors.

ION A. APPLICANT INFORMATION	
Healthy Pharms, Inc.	\$
Legal name of Corporation	SEP 99 CO
	SEP 1 1 Dept. of Pub 99 Chauncy Boston, MA
Name of Corporation's Chief Executive Officer	2015 blic Hea y Street A 02111
	5 Health
Address of Corporation (Street, City/Town, Zip Code)	
Applicant point of contact (name of person Department of application)	Public Health should contact regarding
Applicant point of contact's telephone number	

SECTION B. INCORPORATION

- 8. Attach a copy of the corporation's Articles of Incorporation, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
- Attach a copy of the corporation's Certificate of Good Standing from the Massachusetts Secretary of State.
- 10. Attach a copy of the corporation's bylaws.

Application 1	of I Applicant N	Healthy Pharms, Inc. Non-Profit Corporation
	ON-PROFIT COMPLI	JANCE
rofit requirement legistered Marij legistered Marij 11. Please id	nts of Ch. 369 of the Acts uana Dispensaries Regar- uana Dispensaries Regar- entify any management c	explain how the Corporation will remain in compliance with the notes of 2012, the regulations at 105 CMR 725.000, and "Guidance for right Compliance." Please refer to the "Guidance for right Compliance" document in completing this form company that the applicant intends to utilize and summarize the treated or proposed, with the management company.
Healthy Pharm	s, Inc. does not intend to use a	a management company at this time.

Application _ of _ Applicant Non-Profit Corporation	
12. Please identify any agreements or contracts, executed or proposed, in which the applicant will enable a Related Party Transaction and summarize the terms of each such agreement.	ngage in
(1) Initial Capital — has committed funds to Healthy Pharms, Inc. but no terms have been proposed or executed. In the event Healthy Pharms, Inc. obtains a provisional registration as a result of this application, Healthy Pharms will negotiate an agreement with which will comply with the Department's "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" and will disclose the terms to the DPH.	
(In the second of the Board of Directors (Director and Treasurer) of Healthy Pharms Inc. and Chief Financial Officer of Healthy Pharms Inc. He is also a Managing Member of 3 Brothers Real Estate, LLC. At the present time, there is no executed or proposed agreement between Healthy Pharms, Inc. and 3 Brothers Real Estate, LLC. In the event Healthy Pharms, Inc. enters into an agreement or other real estate transaction with 3 Brothers Real Estate, LLC the terms of the agreement will reflect fair market value for any property in question and be disclosed to the DPH.	

Application	1	of I
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Applicant Non-Profit Corporation

13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

Healthy Pharms, Inc.

(1 is a Director and President of the Board for Healthy Pharms, Inc. In addition, he will serve as Chief Executive Officer and Chief Operating Officer of Healthy Pharms, Inc.

(2 as a Director and Treasurer of the Board of Directors for Healthy Pharms, Inc. In addition, he will serve as Chief Financial Officer of Healthy Pharms, Inc.

. Please ide	ntify whether any		ard of Directors are	serving as officials, executi y, investor or other third pa
		erwise conduct busin		
inancial Offic		Board of Directors (Directors Inc. He is also a Man		ealthy Pharms Inc. and Chief thers Real Estate, LLC.

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Application _	of

Applicant Non-Profit Corporation

Healthy	Pharms,	Inc.			

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

althy Ph	its revenue will be d	have any contract or a istributed to a third pa	greement, executed or pr rty.	roposed, under which a po	ercentage or

The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

Signature of Authorized Signatory

Date Signed

Chief Executive Officer

Print Name of Authorized Signatory

Title of Authorized Signatory

		Healthy Pharms, Inc.	
Application 1	of I	Applicant Non-Profit Corporation	

SECTION D. EXPERIENCE

- 16. <u>Attach</u> an *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
- 17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

(Chief Executive Officer and Chief Operations Officer, Healthy Pharms, Inc.) 20 years of experience in biotechnology pharmaceutical manufacturing. His business expertise is in regulatory compliance and operations management. As Associate Director at Bristol-Myers Squibb, Nat oversaw the design, construction, automation, validation and startup of all aspects of the cell culture portion of the \$1 billion biotech pharmaceutical production facility in Massachusetts, managed a team of 42 engineers, operators and managers with annual budget of \$45 million. Prior to Bristol-Myers Squibb, he worked at Medlimmune where he was responsible for the design, construction, validation and startup of a large-scale clinical facility. A graduate of Worcester State College, Preceived his B.S. in Biology with minors in Chemistry and Art. In addition, he has completed courses at Worcester Polytechnic Institute towards a master's degree in Biotechnology and Management. Given his extensive experience overseeing operations for large pharmaceutical plants as well as managing people and overseeing large budgets, Nat is well suited for the role of CEO and COO of Healthy Pharms.
(Chief Financial Officer, Healthy Pharms, Inc.) management experience. He is the sole proprietor of two successful restaurants with a combined seating capacity of over 350. He also operates a certified organic farm in Massachusetts. operates within a S5 million dollar yearly budget and oversees approximately 60 employees. His strengths lies in his hands-on approach to managing multiple facets of a business at once, from purchasing, payroll, customer service, management and quality control. as extensive experience with integrating concepts and as a result was able to increase annual sales at his restaurants from 3 million to 5 million in less than 5 years. Through his restaurants, has participated in and donated his time and resources to numerous community events, festivals and public projects to benefit the City of Cambridge. He has extensive experience working with city officials and inspectors on issues pertaining to licensing and permitting. In addition to his restaurants and certified organic farm, has and manages both commercial and residential units. Given his experience in owning and operating restaurants, a farm and real estate is able to recognize and draw from a wide range of resources to ensure the success of Healthy Pharms.

Information on this page has been reviewed by the applicance and complete, as indicated by the initials of the authorized signatory here:

18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

Chief Executive Officer and Chief Operations Officer, Healthy Pharms, Inc. 20 years of experience producing pharmaceuticals and developing quality systems that have undergone many FDA and EMEA audits. While at Bristol-Myers Squibb, Nat was responsible for all Media Prep, Inoculum Development, Seed Bioreactors, Production Bioreactors and Harvest operations. Given his prior experience in pharmaceuticals, was able consistently produce product that allowed for a straight forward FDA inspection upon completion at the company's \$1 billion facility. Prior to Bristol-Myers Squibb anaged the daily operations of a large multi-product clinical facility for Medlummune where he was able to dramatically lower the occurrences of process deviations during manufacturing by extensive training and restructuring batch records to be more user friendly. A graduate of Worcester State College, received his B.S. in Biology with a minor in Chemistry and Art. As a student, he was an intern and Research Technician at University of Massachusetts Medical School. In addition, he has completed courses at Worcester Polytechnic Institute towards a master's degree in Biotechnology and Management. Experience in managing large bio-pharmaceutical manufacturing organizations will be critical to optimizing cultivation activities, developing compliant MIPs production operations and developing systems for labeling, tracking, controls, testing and traceability of products and materials for Healthy Pharms.

(Chief Financial Officer, Healthy Pharms, Inc.) Paul Overgaag does not have experience with providing health care services.

Application 1	of I	Applicant Non-Profit Corporation	Healthy Pharms, Inc.
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19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

Chief Executive Officer and Chief Operations Officer, Healthy Pharms, Inc.) Since founding Healthy Pharms, Inc. in the spring of 2013 has worked tirelessly to open and operate a RMD in the Commonwealth of Massachusetts. As a result of his hard work, Healthy Pharms was selected by the DPH to move forward in the RMD application process. In combination with his 20+ years of experience in biotechnology pharmaceutical manufacturing has acquired extensive knowledge of the RMD application process and regulatory environment in Massachusetts. In addition, he is able to use his biotech experience to work alongside the Head of Cultivation in order to design and construct a state of the art grow facility to provide marijuana for medical purposes. To date, Nat has completed the Verification Phase as part of the first Healthy Pharms and is currently working with a local municipality to construct and build a best-in-class facility for cultivation and dispensing.

(Chief Financial Officer, Healthy Pharms, Inc.) Since founding Healthy Pharms, Inc. in the spring of 2013, has put forth tremendous effort toward opening and operating a RMD in the Commonwealth of Massachusetts. As a result of his efforts and dedication, Healthy Pharms was selected by the DPH to move forward in the RMD application process. Along with the healthy Pharms application and is currently working with a local municipality to construct and build a best-in-class facility for cultivation and dispensing. Given his background as an owner/operator of a certified organic farm and 2 local restaurants, has extensive experience operating in a highly regulated environment and is able to draw upon his experience to ensure Healthy Pharms' success in providing marijuana for medical purposes.

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20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

lead of Cultivation, Healthy Pharms, Inc.

's experience providing services for medical marijuana purposes dates back to 2012 when he started working as a contractor building and eventually designing indoor gardening facilities ranging from small grow rooms to 3600sqft commercial warehouse operations. In this role, he gained experience building structures, including the operation of indoor irrigation systems and electrical wiring installation and maintenance. He has grown plants in almost every known medium and method, including deep-water culture, aeroponics and organic soil, and gained marijuana cultivation experience in trimming, curing as well as facilities management. Nic currently manages a hydroponic retail store that focuses on providing services for medical marijuana cultivation. As general manager, he has professional relationships with supply representatives allowing him to test many of the newest products in the industry and works with other licensed cultivators to expand his knowledge base on an ongoing basis. received a certificate from the Master Gardner Program, a 16-week course taught by the Master Garden Association of America in conjunction with faculty from the University of Rhode Island. He recently attended an advanced indoor horticulture seminar to further expand his cultivation skills and the recently attended an advanced indoor horticulture seminar to further expand his cultivation skills and building of a facility that consistently produces high quality medicine.

Erik Euvrard (Head of Security, Healthy Pharms, Inc.) Erik Euvrard has over 20 years of experience providing security services. As owner and Director of Security of Pioneer Services since 2005, he designs and integrates security systems for a wide range of commercial clients that focus on general security while taking into account fire, medical and environmental concerns. His clients rely on his expertise to identify internal and external threats when determining specific security needs. In addition, Erik has extensive experience implementing policies and procedures. Coupled with electronic security and surveillance, these policies and procedures ensure clients minimize losses and effectively manage external and internal threats such as employee theft, and others such as power surges/water leaks. Erik also assists clients in analyzing incidents that have led to or could result in losses and implements measures to better protect the client. In addition to security services, Erik has experience managing inventory and successfully created an inventory system that tracks and accounts for merchandize and equipment from receipt through sale. Given his knowledge and ability to identify internal and external threats, HPI will rely on Erik to develop, implement and review security measures on an on-going basis.

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Applicant Non-Profit Corporation

Healthy	Pharms,	Inc.

SECTION E. OPERATIONS

21. Provide a summary of the RMD's operating procedures for the cultivation of marijuana for medical use.

Healthy Pharms (HPI) marijuana cultivation SOPs will ensure agent, product & public safety; produce consistent, predictable yields based on accepted science; & create transparent, compliant & efficient operations. SOPs will address cultivation topics including, but not limited to: CO2 Systems; Crop/Supply Management; Disease Management; Environmental Controls; Pest Management; Fertilizer/Soil/Media Management; Spray/Feeding Protocols; Nutrient Prep Form; Hygiene/Sanitation; Infected Handler Guidelines; Security/Limited Access Areas; Monitoring/Record keeping; Inventory Management/Storage; Procedure Variances; Quality Assurance; & Water Quality.

Pursuant to 725.105(B)(1)(c)-(f), all phases of our cultivation (strain selection, germination of seeds until superior mother plants are produced; cuttings from mother plants produced by HPI; rooting of cuttings; placement in grow medium for vegetative state; light adjustment for flowering; flushing prior to harvesting; trimming; drying and curing) will take place in designated, locked, limited access areas monitored by a surveillance system in compliance with 725.110(D) (1)(d)-(i). Water will be derived from a public water source, public records of analysis will be maintained & available for DPH review.

No non-organic pesticides will be used & cultivation will be consistent with U.S. DOA 7 CFR, Part 205 organic requirements. Soil used for cultivation will meet U.S. Agency for Toxic Substances & Disease Registry's Environmental Media Evaluation Guidelines for residential soil levels. Cultivation process will use best practices to prevent contamination, including, mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, & other contaminants identified as posing potential harm. Waste disposed of to minimize odor/pests.

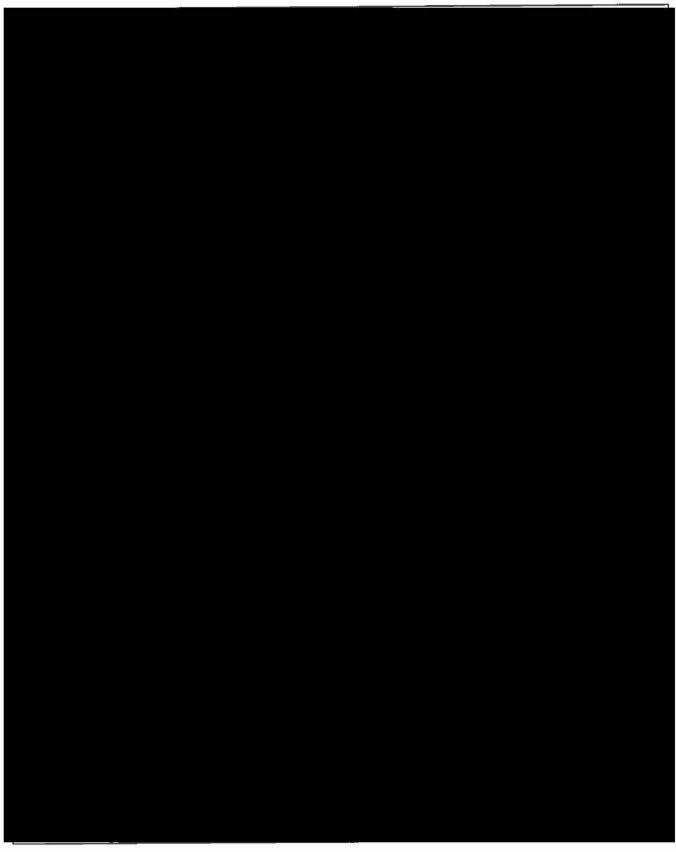
Our source soils/solids will be sampled/analyzed prior to use, when new soils/solids are received from a different source, & annually. Representative samples will be collected and kept for DPH review. All Logbooks & Chain of Custody forms available for DPH review.

HP1 is dedicated to quality & safety. Best MGMT Practice ("BMP"), Good Agricultural Practice ("GAP"), Good Cultivation Practice ("GCP"), and Good Handling Practice ("GHP") will be used. HPI has adopted standards from American Herbal Pharmacopoeia, American Herbal Products Association and adapted USDA Organic Standards and FDA standards to create a holistic crop MGMT system. HPI will also adopt: HACCP Principles and Application Guidelines (National Advisory Committee on Microbiological Criteria for Foods); Guide to Minimize Microbial Food Safety Hazards for Fresh Fruits and Vegetables (Center for Food Safety and Applied Nutrition), and; A Workbook on Greenhouse Gas Mitigation for Agricultural Managers (Agriculture, Food and Rural Development-AB, Canada).

Accidental ingestion of edibles/beverages to be avoided via responsible packaging and labeling. Food additives will be approved/properly used. Ingredients, THC/CBD concentration profiles will be disclosed and may include: Cannabigerol; Cannabichromene; and other cannabinoids.	nal in nature, lab tested & package	ed in dosage levels allowing patients to self-titrate. Use of 3rd par
ample results to calculate extract addition quantities for exact dosage & consistent results. Product line incl. the following methods, types & forms: Transdermal/topical salve and patches Creams/lotions Oral Mucosal/Sublingual- dissolving tablets Tinctures Sprays Inhalation-ready-to-use CO2 extracted hash oils Pre-dosed oil vaporizers Ingestion-capsules Food/oil/beverages Accidental ingestion of edibles/beverages to be avoided via responsible packaging and labeling. Food additives will be approved/properly used. Ingredients, THC/CBD concentration profiles will be disclosed and may include: Tetrahydrocannabinol acid; Tetrahydrocannabivarin; Cannabinadiolic acid; Cannabidivarine; Cannabinol; Cannabigerol;	nal in nature, lab tested & package culate extract addition quantities f	ed in dosage levels allowing patients to self-titrate. Use of 3rd par
Transdermal/topical salve and patches Creams/lotions Oral Mucosal/Sublingual- dissolving tablets Cinctures Eprays Inhalation-ready-to-use CO2 extracted hash oils Pre-dosed oil vaporizers Ingestion-capsules Food/oil/beverages Accidental ingestion of edibles/beverages to be avoided via responsible packaging and labeling. Food additives will be approved/properly used. Ingredients, THC/CBD concentration profiles will be disclosed and may include: Tetrahydrocannabinol acid; Tetrahydrocannabivarin; Cannabinadiolic acid; Cannabidivarine; Cannabinol; Cannabigerol;		or exact dosage & consistent results.
Oral Mucosal/Sublingual- dissolving tablets Finctures Eprays Inhalation-ready-to-use CO2 extracted hash oils Pre-dosed oil vaporizers Ingestion-capsules Food/oil/beverages Accidental ingestion of edibles/beverages to be avoided via responsible packaging and labeling. Food additives will be approved/properly used. Ingredients, THC/CBD concentration profiles will be disclosed and may include: Fetrahydrocannabinol acid; Tetrahydrocannabivarin; Cannabinadiolic acid; Cannabidivarine; Cannabinol; Cannabigerol;		ns:
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Good/oil/beverages Accidental ingestion of edibles/beverages to be avoided via responsible packaging and labeling. Food additives will be approved/properly used. Ingredients, THC/CBD concentration profiles will be disclosed and may include: Fetrahydrocannabinol acid; Tetrahydrocannabivarin; Cannabinadiolic acid; Cannabidivarine; Cannabinol; Cannabigerol;		
approved/properly used. Ingredients, THC/CBD concentration profiles will be disclosed and may include: Tetrahydrocannabinol acid; Tetrahydrocannabivarin; Cannabinadiolic acid; Cannabidivarine; Cannabinol; Cannabigerol;		
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	in 	ingual- dissolving tablets -use CO2 extracted hash oils rizers on of edibles/beverages to be avoide used. Ingredients, THC/CBD conce nol acid; Tetrahydrocannabivarin; (

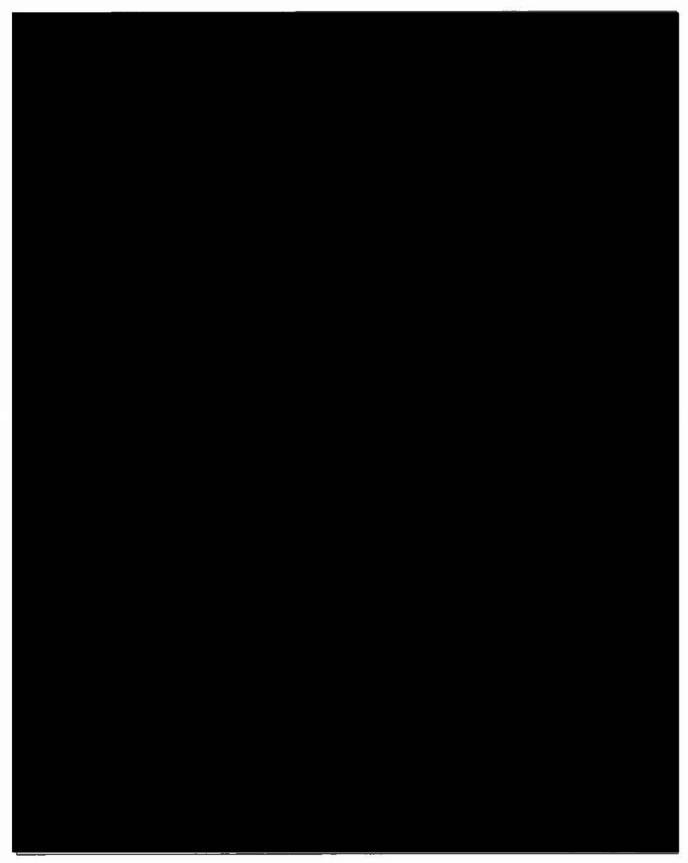
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23. Provide a sum	mary of the RMD's methods of producing MIPs, if the RMD intends to produce M
	with consistent cannabinoid profiles for a range of debilitating conditions. MIPs prepared on steel tables in a safe/sanitary manner per DPH Regs & packaged in a secure area, will be HACCP
debris & other foreig Ingredients from DP facilities in kitchen v prevent contamination	female plants processed in a safe/sanitary manner, well cured & free of seeds, stems, dirt, sand, an matter; and free of contamination by mold, rot, fungus & bacterial disease. He approved source will be safe, unadulterated & labeled. Agents wear gloves & utilize ware washing posts. Surfaces, utensils, equipment & linens properly sanitized, stored, dried & handled to on during prep, storage & display. Proper cooling methods to prevent microorganism growth, and ethods & accurate thermometers. TPHC used if appropriate.
testing for cannabine	prep w/ lab quality grinder; oil (butter/olive oil), ethanol and/or supercritical C02 extraction; extended profile & potency; decarboxylation. If practicable fractioning to produce pure active cannabinois purify to produce concentrates that are high in specific, single cannabinoids using HPLC.

24. Provide a summary of the RMD's operating procedures for the provision for security at the RMD.



Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here

25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.

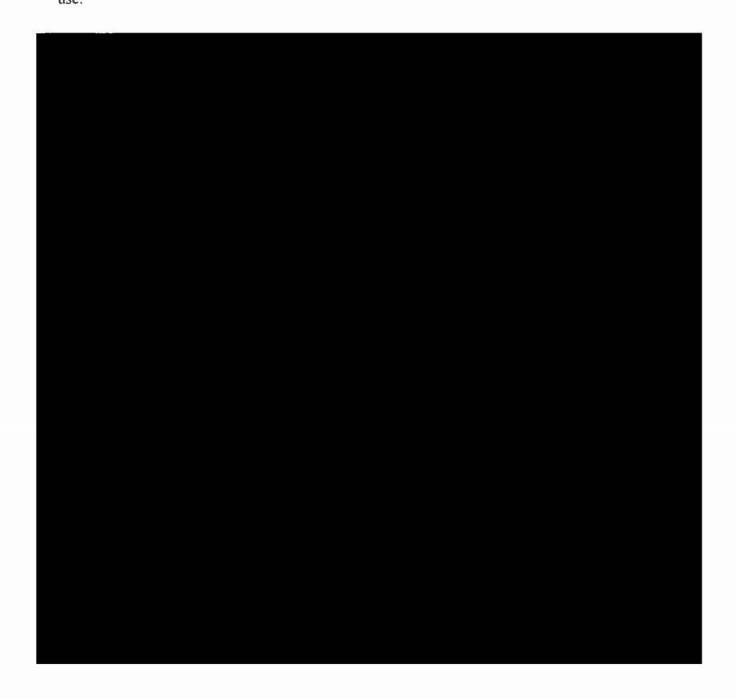


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26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.



27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical





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 Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

HPI SOPs comply with DPH Regs and protocols for quality control/testing.

All sampling:

- · Sample in decontaminated area
- · Use proper tools for sample & disposable gloves
- · Separate & store in appropriate container
- Use Chain of Custody form
- · Records kept > 1yr

Finished MJ:

- · Sample from 5% of finished MJ
- · Plan for each product produced
- Log identifies date/time, product, collector & procedure (grinding, mixing)
- · Sample ID'd by batch#, ID#, batch impacted
- Labels show same + date/time of collection &collector

Grow Media:

- Source soils & solids prior to use, when changed, not less than 1X/6 mo. w/ duplicates every 20X
- · Media lots tracked to the plants they are used with and logged per DPH requirements
- · Non-PWS: sampled prior to use & quarterly; PWS: records maintained & avail.

Testing: Completed post sampling by DPH approved independent ISO 17025 lab. Tested for cannabinoid profile and contaminants (mold, mildew, heavy metals, plant-growth regulators, non-organic pesticides, & info DPH requires). Excess MJ from lab destroyed. Lab tech to provide a signed narrative detailing:

- Sample
- Analysis
- · Methods
- · Chain of custody docs
- · Info sought
- · Summary & detail of results incl. units of measure, dates & times

Results kept > lyr; how destruction of product, investigation of source of contamination & mitigation steps. No HPI agent will have financial interest in lab. No lab employee will get compensation from HPI. Lab employees will be registered HPI agents.

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30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

In compliance with 105 CMR 725.200, 725.105(H)(I), patients, caregivers, & agent info is confidential & shall not be disclosed without the written consent of the individual to whom the information applies, or as required under or court order. DPH may access this information to carry out official duties. HPI agents will have documented mandatory confidentiality training.

Patient tracking software will be in accordance with HIPAA principles & encrypted. Network servers will be protected by SSL, firewall, biometric locks in a secure area with 24hr surveillance. Software & infrastructure will be updated regularly, including relevant security patches. Software will be compliant & compatible with DPH's electronic system. Access to database limited to key agents.

Data security strategies incl. frequent password changes, length & character diversity requirements for passwords, restrictions of personal flash/thumb drives on computers, marking software for each system and securing when not in use. Emails to patients will say "Confidential" & be sent on secure servers, either individually, using BCC, or using secure bulk email and will not provide patient info or refer to MJ in subject line.

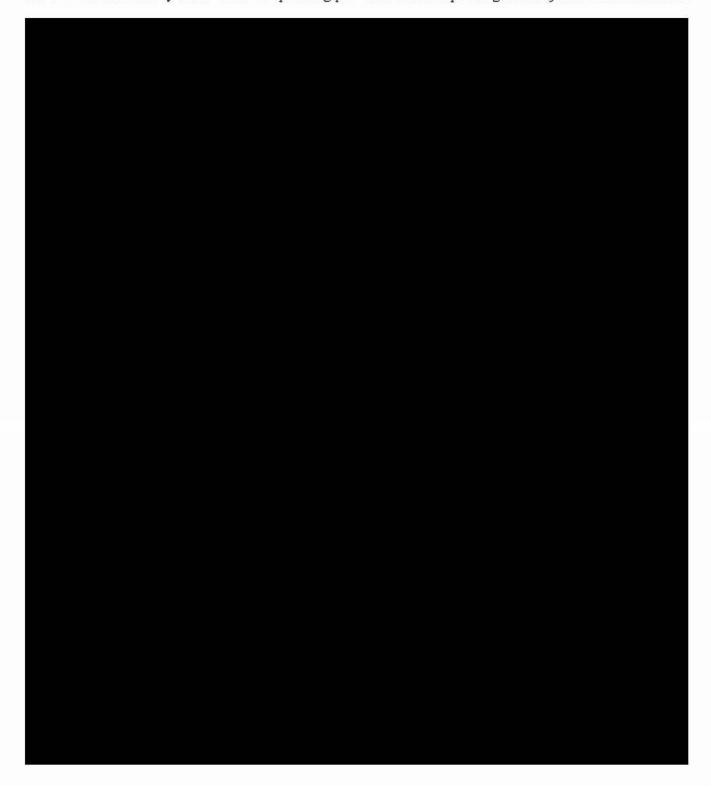
Hard copies of records stored in secure locked area, w/ limited access. Any loss/alteration of records related to MJ/MIPS, patients, caregivers, or agents reported to DPH, law enforcement & protected party.

Depending on siting & balanced with security, parking, entrance & exit will be discreet.

Information on this page has been reviewed by the appli indicated by the initials of the authorized signatory here

equitabl	n compliance with 105 CMR 725.105(1)(4) & is committed to safety, professional development, compliance, le compensation & healthcare benefits. Board members/directors, agents, executives & volunteers will be ed dispensary agents & remain compliant pursuant to 725.030(A)-(C) & (E).
internal receive,	ngthen the local community, recruiting locally will be a priority. Agents will receive training on confidentiality, security policies, emergency procedures and will complete training specific to their job function. Agents will at minimum, 8hrs of on-going training annually. Any agent who diverts MJ or engages in unsafe practices will ded and such activities will be reported to law enforcement & DPH.
	in contact with MJ or non-edible MIPs, will be subject to the requirements for food handlers specified in 105 00.000 & shall conform to sanitary & good hygienic practices.
discrime Safety Harassn Work he Job revi Maintai Comper Benefits Vacatio Training Record Agent re Complis Security Standar	ours iews ning an alcohol, tobacco, & drug free workplace nsation s n/Holidays/Leaves g/professional development keeping egistration ance y ds of Conduct
Confide Personn termina	nel records will be kept for at least 1yr following termination. HPI to notify DPH no more than 1 business day a

32. Provide a summary of the RMD's operating procedures for dispensing of marijuana for medical use.



HPI SOPs ensure s include: • Inventory	cure records compliant w/ 10	95 CMR 725.105 & 725.100	Records maintained & available to DPH
· Sales/Seed-to-Sal	Tracking/Cultivation Recor	ds- incl. ID of buyer, quantit	ty, form, price & inventory records per DP
records for agents lincluding CORI (secultivate/harvest/pr application fee; yea salaries/wages/stip • Business Records	ept for >1 yr. after termination parate from others); agents' we epare/package/transport/disperly renewal of DPH ID; channeds/compensation/bonuses/beassets & liabilities; monetary ents/checks/invoices/vouchersals	on incl. agent registration/de- vritten acknowledgment of lease authority; attestation that ges to submitted info; enefits to anyone associated transactions; account info i	at agent will not divert; DPH ID card; agen
 Security 	notify PD & DPH w/in 24hrs SOPs	of discovering loss/unauthor	rized alteration of records
Records to be kept form/location acce		regulations. After closure re	ccords kept >2 years at HPI expense in

Application	1	of 1
Application	(1)	01 1

Annlicant	Non-Profit	t Corporation
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Healthy	Pharms,	Inc.

34. Provide a summary of the RMD's plans for providing patient education.

Pursuant to 725.105(K), HPI will have an adequate supply of up-to-date educational materials for patients/caregivers and will hold educational events.

Materials minimally will include:

- Warnings: marijuana has not been analyzed or approved by the FDA & there is limited information on side effects; potential health risks; marijuana should be kept away from children; driving under the influence of marijuana prohibited by M.G.L. c. 90, s. 24 & machinery should not be operated
- · Condition-specific booklets
- · Patient Log: to track the strains used and their associated effects
- Info to assist in selection, descriptions of the differing effects of strains, as well as the various forms & routes of administration
- · Info to enable patients to track strains used & associated side effects
- Info describing proper dosage & titration for different routes of administration emphasizing use of smallest amount possible to achieve the desired effect & explanation of the impact of potency
- · Info regarding tolerance, dependence & withdrawal
- · Substance abuse signs & symptoms & referral info for treatment programs
- Statement that patients may not distribute marijuana to other individuals & that unused, excess or contaminated product must be returned to HPI for disposal

must be returned to HPI for disposal • Patient Rights • Any other info required by DPH		
Materials will be available in languages accessible to all patients/care, hearing-impaired and available to DPH upon request.	givers, including for the visually	- and

35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.



		Healthy	Pharms, Inc.
Application 1	of <u>1</u>	Applicant Non-Profit Corporation	

36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

Providing reduced cost medicine to patients with financial hardship is core to the HPI mission. The budget & number of patients awarded access to the program will grow as revenue permits.

HPI's financial assistance program is an income-based sliding scale program. Patient eligibility will be reviewed every 3 months. Any single patient is eligible for up to 4 points based on the following guidelines:

- · Is patient a MassHealth recipient? If yes, I point
- · Is patient a SSI recipient? If yes, I point
- · Annual gross household income less than 150% of federal poverty level for current year? If yes, I point
- Annual gross household income between 151% and 300% of federal poverty level for current year? If yes, 1 point

The amount of free/low cost MJ will be based on the # of points of the patient:

- 4 points patient responsible for 50% of cost beyond free 1.0 gram of MJ flowers or the equivalent in non-smoking medicine products every week
- 3 points patient responsible for 70% of cost beyond free 1.0 gram of MJ flowers or the equivalent in non-smoking medicine products every week
- 2 points patient responsible for 80% of cost of medicine
- 1 point patient responsible for 90% of cost of medicine

Via this program HPI limits the amounts of free/low cost medicine to avoid diversion by patients who receive discounted medicine.

Ap	Healthy Pharms, Inc. Plication 1 of 1 Applicant Non-Profit Corporation
	37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.
	HPI has identified areas training required for all agents to perform job duties and functions safely and in compliance with all applicable laws and regulations. Training programs will be tailored to the roles and responsibilities of the job function of each dispensary agent. Dispensary agents must complete training prior to performing job functions. At a minimum, 8 hours of on-going training will be required annually. All training records will include a signed statement of the agent indicating the date, time, and place they received training and the topics discussed, including the name and title of presenters.
	HPI training will include, but is not limited to:
	 New hire orientation; including overview of the Act for Humanitarian Use of Medical Marijuana and 105 CMR 725.000 Compliance, regulation, and law
	Privacy and Confidentiality
	Cultivation safety and security
	Dispensary safety and security

 Medical marijuana science · Community and patient relations · Record keeping · Reporting requirements

· Emergency and incident management

· Product handling and sanitation

Monthly department meetings
 Inventory management and diversion prevention

Manufacturing safety

Transportation

Training evaluations

Performance reviews
HPI realizes that MJ is a polarizing subject & many patients may seek it as a last resort for their debilitating condition. HPI will ensure that agents treats patients with kindness, respect & understanding.

Application 1 of 1 Applicant Non-Profit Corporation
38. Will the Corporation provide worker's compensation coverage to the RMD's Dispensary Agents?
Yes ☑ No □
39. Will the Corporation obtain professional and commercial insurance coverage?
Yes ☑ No □
40. Describe the Corporation's plan to obtain liability insurance or place in escrow the required amount to be expended for coverage of liabilities.
HPI plans to contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually. The deductible for this policy will be no higher than \$5,000 per occurrence.
If an insurance agreement cannot be obtained, HPI will place a minimum of \$250,000 in escrow to be expended only for the coverage of liabilities. Any expenditure from this escrow account will be replenished within 10 business days.

Information on this page has been reviewed by the app indicated by the initials of the authorized signatory her

1	1	Healthy Pharms, Inc.	
Application	_ of	Applicant Non-Profit Corporation	

SECTION F. CAPITAL CONTRIBUTORS

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

Individual Name	of Initial Capital ommitted	Percentage of Initial Capital Committed	
	\$ 500,000.00	100%	
	\$		
	\$	-201	
	\$		
	\$		

1 1	Healthy Pharms, Inc.	
Application of	Applicant Non-Profit Corporation	

Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
	Entity CEO/ED:		
	Entity President/Chair:	\$	
	Entity CEO/ED:		711
	Entity President/Chair:	\$	
	Entity CEO/ED:		
	Entity President/Chair:	\$	
	Entity CEO/ED:		
	Entity President/Chair:	\$	
	Entity CEO/ED:		
	Entity President/Chair:	\$	

Application of	Healthy Pharms, Inc. Applicant Non-Profit Corporation	
	ATTESTATIONS	
corporation, agree and att	nd penalties of perjury, I, the authorized signatory of the not lest that all information included in this application is comp on to submit updated information to the Department if the in ged.	lete and accurate and that I
Signature of Authorized C	Date Sign	ned
Print Name of Authorized	d Signatory	-
Chief Executive Officer		
Title of Authorized Signa	itory	+
I hereby attest that if the comply with all Siting	corporation is allowed to proceed to submit a Siting Profile Profile requirements.	, the corporation is prepared
Print Name of Authorized	d Signatory	7
Chief Executive Officer		
Title of Authorized Signa	itory	-



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640

Restated Articles of Organization	n
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(General Laws, Chapter 180, Section 7)

Federal Emplo	yer Identification	Number:	463447386	(must be 9 dig	its)
I COCIOI EIIIBIC	yer identification	*********	103111300	(initial no o org	10

We, _____X President ____Vice President,

and X Clerk __ Assistant Clerk ,

of HEALTHY PHARMS, INC.

located at: 19 NORWOOD AVENUE SOMERVILLE, MA 02145 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on: 10/6/2014, by vote of:

 $\underline{0}$ members, $\underline{5}$ directors, or $\underline{0}$ shareholders,

being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

ARTICLE I

The exact name of the corporation is:

HEALTHY PHARMS, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

TO ENGAGE IN CIVIC, EDUCATIONAL, AND BENEVOLENT ACTIVITIES PER MGL CH. 180 §4.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE V

The effective date of the Restated Articles of Organization of the corporatoin shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VI

The information contained in Article VI is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

No. and Street:

22 MILTON ST

APT 2

City or Town:

SOMERVILLE

State: MA

Zip: 02144

Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT			none
TREASURER			n/a
CLERK			n/a
DIRECTOR			n/a
DIRECTOR	AMY KATE NOEL HERMAN- ROLOFF		n/a
DIRECTOR			n/a
DIRECTOR			n/a
DIRECTOR	-		n/a

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:

December	
d. The name and business	address of the resident agent, if any, of the business entity is:
Name:	
No. and Street:	
City or Town:	State: Z
	oregoing Restated Articles of Organization affect no amendments to the Articles ness entity as heretofore amended, except amendments to the following mendments below:
SIGNED UNDER THE P	ENALTIES OF PERJURY, this 6 Day of October, 2014,
	President / Vice President,
	k / Assistant Clerk.
© 2001 - 2014 Commonwealth of Mi All Rights Reserved	assachusetts

MA SOC Filing Number: 201498256120 Date: 10/6/2014 6:41:00 PM

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

October 06, 2014 06:41 PM

WILLIAM FRANCIS GALVIN

Metrica Frain Dalies

Secretary of the Commonwealth



William Francis Galvin Secretary of the Commonwealth of Massachusetts



Corporations Division

Business Entity Summary

ID Number: 4		Request certific	cate New search
	me of the Nonprofit Corp	oration: HEALTHY PHARMS, INC.	
	Nonprofit Corporation		
Identification	Number: 463447386		
Date of Organ 04-30-2013	nization in Massachusetts	31	
		Last date certain:	
Current Fisca	Month/Day: 12/31	Previous Fiscal Month/Da	ay: 12/31
Address:	of the Principal Office in		
Name: Addres City or Country	d address of the Resident		
The Officers a	and Directors of the Corp	oration:	
Title	Individual Name	Address	Term expires
PRESIDENT			none
TREASURER			n/a
CLERK			n/a
DIRECTOR			n/a
DIRECTOR	AMY KATE NOEL HERMAN	1-	n/a

ROLOFF

New search



The Commonwealth of Massachusetts Secretary of the Commonwealth State House, Boston, Massachusetts 02188

Date: July 15, 2015

To Whom It May Concern:

I hereby certify that according to the records of this office,

HEALTHY PHARMS, INC.

is a domestic corporation organized on April 30, 2013

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth
on the date first above written.

Secretary of the Commonwealth

ranin Galein

Certificate Number: 15074094020

Verify this Certificate at: http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx

Processed by: tad

BYLAWS

OF

HEALTHY PHARMS, INC.

Section 1.

ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

- 1.1 Articles of Organization. The name and purposes of the Corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the Corporation and of its directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization.
- 1.2 <u>Purpose</u>. To engage in civic, educational and benevolent activities as per MGL Ch. 180 §4. This purpose includes making medical marijuana available to qualified patients and their personal caregivers in a safe, healthy, and clean environment that complies with the laws of The Commonwealth of Massachusetts and the directives of the Massachusetts Department of Public Health. Additionally, the purpose includes providing palliative and other services to qualified patients, as well as educational materials regarding the potential benefits and dangers associated with the use of medical marijuana.

As permitted by law, the Corporation may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a Corporation formed under Chapter 180 of the General Laws of Massachusetts.

- 1.3 Location. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The director(s) may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.4 Corporate Seal. The director(s) may adopt and alter the seal of the Corporation.
- 1.S <u>Fiscal Year</u>. The fiscal year of the Corporation shall end on the December 31 in each year unless the director(s) change the fiscal year by filling a certificate with the Secretary of the Commonwealth.
- 1.6 <u>Annual Meeting.</u> The annual meeting of the Corporation shall be held not later than the last day of November at such time and place, as the director(s) shall designate.
- 1.7 <u>Gender</u>. The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.
- 1.8 Not-for-Profit Operation.
- (a) No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual, member, officer, or director of the Corporation.

- (b) No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for sales, leases or loans, or personal services rendered which are necessary to carrying out the purposes of the Corporation.
- (c) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried out by a Corporation that is formed under M.G.L c. 180, is a registered marijuana dispensary pursuant to 105 CMR 725.000 and is in compliance with the laws of The Commonwealth of Massachusetts.
- (d) In compliance with 105 CMR 72S.100(A)(I), the Corporation shall at all times operate on a nonprofit basis for the benefit of registered qualifying patients and shall ensure that revenue of the registered marijuana dispensary is used solely in furtherance of its nonprofit purpose.

Section 2. NO MEMBERS

The Corporation shall not have members. Any action or vote required or permitted by M.G.L. ch. 180 to be taken by members shall be taken by action or vote of the same percentage of directors in accordance with M.G.L. ch. 180, §3.

Section 3. SPONSORS, BENEFACTORS, CONTRIBUTORS, ADVISORS, FRIENDS OF THE CORPORATION

The director(s) may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary capacity and, except as the director(s) shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4. BOARD OF DIRECTORS

- 4.1 Powers. The business and affairs of the Corporation shall be controlled and governed by the Board of the Directors who may exercise all the powers of the Corporation as permitted by law.
- 4.2 <u>Number and Election</u>. The director(s) shall determine the number of directors and the manner by which new directors are nominated and appointed. The names and addresses of the initial Board of Directors are:
 - President/Chair
 Treasurer



- 4.3 Term of Office. Director(s) shall determine the length and number of terms to be served by directors, and these Bylaws will then be updated to reflect such term.
- 4.4 Meetings. The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the Board. Other meetings of the Board of Directors may be called by the president or by a majority of the directors then in office by delivering notice in writing by mail, facsimile or electronic transmission, at his usual or last known business or residence address of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.
- 4.5 <u>Waiver of Notice for Meetings.</u> Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these Bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
- 4.6 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 4.7 <u>Action by Vote</u>. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these Bylaws.
- 4.8 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.
- 4.9 Qualifications. The directors shall at all times have and qualify for a dispensary agent registry identification card issued by the Massachusetts Department of Public Health. At any time should a director fail to qualify for a dispensary agent registry identification card or have such card revoked pursuant to 105 CMR 725.000, the director shall be deemed automatically removed from the Board.
- 4.10 <u>Presence Through Communications Equipment.</u> Unless otherwise provided by law or the articles of organization, directors may participate in any meeting of the Board of Directors by means of a conference telephone or similar electronic or communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section S.
OFFICERS AND AGENTS

- S.1 Number and Qualification. The officers of the Corporation shall be a president, treasurer, clerk and such other officers, if any, as the director(s) may determine. The Corporation may also have such agents, if any, as the director(s) may appoint. An officer may, but need not, be a director. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the director(s), any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.
- 5.2 <u>Election</u>. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.
- 5.3 <u>Tenure</u>. The president, treasurer and clerk may each hold office for the lifetime of the Corporation.
- President. Unless otherwise determined by the directors, the president shall be the chief executive officer of the Corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. If no chairman of the Board of Directors is elected, the president shall preside at all meetings of the directors, except as the directors otherwise determine. The president shall have such other duties and powers as the directors shall determine.
- S.5 <u>Treasurer</u>. The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. He shall have such other duties and powers as designated by the director(s) or the president.
- Clerk. The clerk shall record and maintain records of all proceedings of the director(s) in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all directors and the address of each. If the clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting. The clerk shall have custody of the seal of the Corporation. The term "clerk" and "secretary" may be used interchangeably for purposes of the day-to-day corporate operations.
- 5.7 <u>Chairman of the Board of Directors</u>. If a chairman of the Board of Directors is elected, he or she shall preside at all meetings of the directors except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors.

Section 6. RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, or the president or the clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some

other time. If there is only one director of the Corporation, the director may not resign without appointing a new director, updating these Bylaws or dissolving the Corporation.

6.2 <u>Removals.</u> A sole director may not be removed unless another is appointed or the Corporation is dissolved. In the event that additional directors exist, a director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including himself). Being the same person who is acting as director and corporate officers, that person may not be removed without a new person being appointed, or the dissolution of the Corporation.

An officer may be removed for cause by unanimous vote (not including himself) only after reasonable notice and opportunity to be heard before the body proposing to remove him on the occurrence of any of the following events:

- (a) upon a good faith finding by the directors of (i) the failure of such director or officer to perform his assigned duties for the Corporation, (ii) dishonesty, gross negligence or willful misconduct, or (iii) the conviction of, or the entry of a pleading of guilty or nolo contendere by such director or officer to, any crime involving moral turpitude or any felony;
- (b) upon any period of inactivity on the part of such director or officer for the preceding twelve month period prior to such removal as determined by the directors in their reasonable discretion; and
- (c) upon the disability of such director or officer. As used in this section, the term "disability" shall mean the inability of such director or officer, due to a physical, emotional or mental disability, for a period of one hundred and twenty (120) days, whether or not consecutive, during any three hundred and sixty (360) day period to perform his assigned duties for the Corporation. A determination of disability shall be made by the directors in their reasonable discretion, but requiring a unanimous vote of directors (not including the vote of the director who may be disabled).
- 6.3 <u>No Right to Compensation.</u> No director or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise; unless the director(s) shall, in his discretion, provide for compensation.
- 6.4 <u>Vacancies.</u> Any vacancy in any office or on the board of directors may be filled by the directors by a two-thirds (2/3) vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk until his successor is chosen and qualified, or in each case until he sooner dies, resigns, or is removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

Section 7.

The Board of Directors may create such standing and special committees as it determines to be in the best interest of the Corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the Board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

Section 8. EXECUTION OF PAPERS

Except as the director(s) may generally, or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made in the course of the Corporation's regular business, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer. Except as otherwise provided by M.G.L. c. 180 or directed by the director(s), the president may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The clerk of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the director(s) of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

Section 9. COMPENSATION; PERSONAL LIABILITY

- 9.1 <u>Compensation</u>. Except as otherwise provided in Section 6.3, the director(s) shall be entitled to receive for their services such amount, if any, as the director(s) may determine, which may include expenses of attendance at meetings. The director(s) shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.
- 9.2 <u>No Personal Liability</u>. The director(s) and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve

intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 10. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the Corporation, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved:

- (i) by decision of the sole director;
- (ii) by a majority vote of a quorum consisting of disinterested directors in the event that additional directors are appointed;
- (iii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;
- (iv) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests

of the participants or beneficiaries of such employee benefit plan); or

(v) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including, but not limited to, counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Section, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein the terms "person," "director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

Section 11. AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, by a two-thirds (2/3) vote of a majority of the directors then in office.

Section 12. ACTIVITIES

12.1 <u>Investments</u>. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the director(s), without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction.

- 12.2 <u>Loans.</u> No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
- 12.3 <u>Deposits</u>. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors shall select.
- 12.4 <u>Conflict of Interest.</u> Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disInterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.
- 12.5 <u>Audits.</u> Within four months after the close of the Corporation's fiscal year, the Corporation will prepare reviewed financial statements in accordance with generally accepted accounting principles (GAAP) and make these statements available to any interested parties. In the event that the Corporation has total gross revenue in excess of \$500,000.00 per year the Corporation will prepare independently audited financial statements, in accordance with GAAP, and make those available to any interested parties. In the event that the Corporation becomes a Public Charity under M.G.L. Chapter 12, Section 8 et seq. or is otherwise required by the Department of Public Health or any other provision of Massachusetts law to file audited or reviewed financial statements and a Form PC, such auditing and filing will be completed in accordance with GAAP and performed in a timely manner.

Section 13. INSURANCE

The Corporation may purchase and maintain insurance (including but not limited to insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while serving in this role, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 10. In addition the Corporation shall maintain liability insurance coverage in compliance with 105 CMR 725.105(Q).

Section 14. CORPORATE INTEGRITY POLICY

It is the policy of the Corporation to encourage and enable directors, officers, and employees to make reports where they believe, in good faith, that acts or omissions unlawful under the laws of the Commonwealth of Massachusetts or unethical may have occurred. With this goal in mind, no one who, in good faith, makes a report shall be subject to retaliation in any form, including adverse employment

consequences. Moreover, an employee who retaliates against someone who has made a good faith report is subject to discipline up to and including dismissal from the volunteer position or termination of employment. If after an investigation, the claim is determined to have been made in bad faith or was knowingly false, the individual making the claim will immediately have his or her position in the Corporation revoked.

Section 15. ANTITRUST POLICY

It is the policy of the Corporation to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its director(s) and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation's activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to insure that prices are reasonable and affordable for the Corporation's patients, and to prevent diversion for non-medical purposes, officers and employees shall not discuss with competitors:

- Increasing, decreasing, or stabilizing prices for medical marijuana or related products and services;
- Establishing market monopolies for Member products or services;
- Refusal to deal with a company because of pricing or distribution practices for medical marijuana or related products or services;
- Strategies or plans to give business or remove business from a specific company.

Furthermore, directors, officers, and employees shall not engage in any actions or understandings arising in the context of the Corporation's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

In the event that additional directors are appointed, and Board of Director meetings occur, Corporation meetings shall follow a pre-approved agenda and meeting minutes will be prepared and available. Any questions regarding antitrust issues and the Corporation's activities shall be directed to the Chair of the Board, if any, and referred to counsel if deemed necessary.

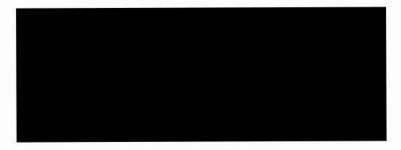
Section 16.
DISSOLUTION

Dissolution of the Corporation will comply with M.G.L. Chapter 180, s. 11. The director(s) may authorize a petition for the dissolution of the Corporation. A two-thirds vote will be required for such dissolution. The Articles of Dissolution form will be filed with the Massachusetts Secretary of State. All annual reports for the last ten years will be filed with the Secretary of State. A letter to the Massachusetts Department of revenue on the Corporation's letterhead will be sent stating that the Corporation is dissolving. All outstanding business will be completed. All outstanding debts will be paid. Any remaining funds in the Corporation will be distributed as per the direction of the director(s) at the meeting authorizing the dissolution. A notice will be published in a newspaper of regular circulation in the County where the Corporation is located.

In the event that the dissolution also requires the Medical Marijuana Dispensary to close, i.e. the dissolution is not because of a transfer of the Dispensary to another nonprofit entity, the following actions will also take place: the Department of Public Health will be notified; the patients and caregivers that obtain medical marijuana will be notified of the Corporation's dissolution via mail, or in-person if the opportunity to notify the patient or caregiver arises prior to the closing of the doors of the Corporation's place of business; any remaining medical marijuana and products that contain medical marijuana will be destroyed at the time the doors of the Treatment Center are closed, or disposed of in any way consistent with the direction of the Massachusetts Department of Public Health.

Section 17. SEVERABILITY

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.



	1. 12. 14. 15.	NAME OF TAXABLE PARTY.	The Property of
Henl	2112	Pharms.	Inc

Applicant Non	-Profit Corporation		
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SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. Submit one Employment and Education form for each of the above individuals when submitting a Management and Operations Profile to the Department of Public Health.

Name
Residential Address
Title (at applicant non-profit corporation)
CEO, COO, President, Director
Name of Applicant Non-Profit Corporation
Healthy Pharms, Inc.
Highest Education Attained - Institution, Degree, and Year
Worcester State College, BS-Biology, 1991

Applicant Non-Profit Corpo	ration		

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Joe Waggett Associates (via Quantic)	Consultant	March 2013 to Present
Bristol-Myers Squibb	Associate Director	2007 to April 2012
Medimmune Inc	Associate Director	2004- 2007

Signed under the	pains and penalties of perjury, I agre	ee and attest that all information included in this form is complete
and accurate.		The second secon
		07. Jul 15
		Date Signed

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Applicant Non-Profit Corporation	rofit Corporation
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Name
Residential Address
Title (at applicant non-profit corporation)
CFO, Treasurer, Director, Capital Contributor
Name of Applicant Non-Profit Corporation
Healthy Pharms, Inc.
Highest Education Attained - Institution, Degree, and Year
Karol van Hoogendorp Scholengemeenschap M.D.S, Vocational Degree in Retail & Marketing, 1979 St. Antonio's M.A.V.O., General Diploma, 1976

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
TOMOLLY, INC. 10 ELIOT STEET CAMBRIDGE, MA 02138	PRESIDENT, OWNER, CHEF	01/01/1999 TO PRESENT

Signed under the pains and penalties of periury. Lauree and attest	that all information included in this form is complete
	7/14/2015
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Applicant	Non-Profit	Corporation		

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Name
Title (at applicant non-profit corporation)
Director of Cultivation
Name of Applicant Non-Profit Corporation
Healthy Pharms, Inc.
Highest Education Attained - Institution, Degree, and Year
North Middlesex Regional High School, High School Diploma, 2004

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Midnight Sun Hydroponics New Bedford, MA	GeneralManager	May 2015 - Present
BDT Builders Newort, RI	General Contractor	Jan 2012 - Present
Gazelle Inc. Boston, MA	Warehouse Graphic Artist	Sept 2010 - Dec 2011
Movieworks inc Brookline, MA	Film Consultant	Oct 2008 - Oct 2010
CD Spins / Mud Dog Media JamaicaPlain, Somerville MA	Store Manager	April 2007 - Sept 2008
Virgin Megastore Boston, MA	Retail Associate	Sept 2005 - Dec 2006

Signed under the pains and penalties o	f perjury, I agree and attest that all information included in this form is complete
Signature	7/6/15 Date Signed

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Hea	thu	Pharms.	Inc

Applicant Non-Profit	Corporation
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Name
Residential Address
Title (at applicant non-profit corporation)
The (at applicant non-profit corporation)
Director of Security, Healthy Pharms, Inc.
Name of Applicant Non-Profit Corporation
Healthy Pharms, Inc.
Highest Education Attained - Institution, Degree, and Year
Fitchburg State College, Bachelor of Science, 1984

Health	Pharms,	Inc.
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Applicant	Non-Profit	Corporation	
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Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Pioneer Services	Owner & Director of Security	2005 - Present

Signed und	and attest that all information included in this form is complete
Signature	Date Signed 5 2015